FORM D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

139365

OMB Approval	
OMB Number: 3	235-0076
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V				
Name of Offering (check if this is an amendment and	name has changed, and	indicate change.)		
Interests of a Limited Liability Company				
Filing Under (Check box(es) that apply): Rule 504	☐ Rule 505	□ Rule 506	☐ Section 4(6)	□ ULOE
Type of Filing: New Filing Amendment				
	A. BASIC IDENTI	FICATION DAT.	A	
Enter the information requested about the issuer				
Name of Issuer (check if this is an amendment a	nd name has changed, ar	d indicate change.)		
Clearfork Capital Fund LLC				
Address of Executive Offices (Number and Street, City,	State, Zip Code)			(Including Area Code)
c/o Eaton Vance Management, 255 State Street, Boste	on, MA 02109		(617) 482-8260	
Address of Principal Business Operations (Number and	Street, City, State, Zip C	ode)	Telephone Number	(Including Area Code)
(if different from Executive Offices)				
Brief Description of Business				
To offer diversification and tax-sensitive investment	management to persons	holding large and	concentrated positions	s in equity securities of selected
publicly-traded companies				
Type of Business Organization	····			
☐ corporation ☐	limited partnership, alre	ady formed	other (please:	specify) Limited Liability Company
□ business trust □ 1	imited partnership, to be	formed		
		<u>Month</u>	Year	
Actual or Estimated Date of Incorporation or Organization	on:	<u>[01</u>]	<u> 07 </u>	ual 🗆 Estimated
Jurisdiction of Incorporation or Organization: (Enter two	o-letter U.S. Postal Servi	ce abbreviation for S	State; DE	
<u> </u>	N for Canada; FN for of	her foreign jurisdicti	on)	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure To file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

PROCESSED

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THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
Each promoter of the issuer, if the issuer has been organized within the past five years;
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Eaton Vance Management
Business or Residence Address (Number and Street, City, State, Zip Code)
255 State Street, Boston, MA 02109
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Steul, William M., Executive Officer of the Manager
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Eaton Vance Management, 255 State Street, Boston, MA 02109
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Hawkes, James B., Executive Officer of the Manager
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Eaton Vance Management, 255 State Street, Boston, MA 02109
Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Faust, Jr., Thomas E., Executive Officer of the Manager
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Eaton Vance Management, 255 State Street, Boston, MA 02109
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Dynner, Alan R., Executive Officer of the Manager
Business or Residence Address (Number and Street, City, State, Zip Code)
255 State Street, Boston, MA 02109
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Murphy, A. John, Vice President of the Manager
Business or Residence Address (Number and Street, City, State, Zip Code)
255 State Street, Boston, MA 02109
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Richardson, Duncan W., Executive Officer of the Manager
Business or Residence Address (Number and Street, City, State, Zip Code)
255 State Street, Boston, MA 02109

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	of Associate						· · ·						
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					INFO	ORMATI	ON ABO	OUT OFF	ERING				
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					r also in Ap								
2.	What is the	e minimum	investment t					-				\$250,0	000*
			ge at the disci										
•			•									Yes	No
3.	Does the	offering ber	mit joint own	ersnip or a	i single ull	ıı						\boxtimes	. <u></u>
4.	any community the offeri SEC and/	nission or sing. If a persor with a stansaction associated p	requested fo milar remune son to be liste ate or states, l persons of suc	ration for d is an ass ist the nan	solicitation ociated per te of the br	of purcharson or age oker or de	sers in con nt of a bro aler. If mo	nection wit ker or deale re than five	th sales of a er registere e (5) perso	securities i ed with the ns to be	n		
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		t Securitie	•										
			dress (Numbe			ate, Zip Co	ode)						
			12, Chicago	, IL 6067	5-0001			<u>. —</u>					<u>.</u>
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-			ck individual	·=·									All States
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[#4]			[TN]	[<u>TX</u>]	[<u>UT</u>]	[\/T]	[VA]	[<u>WA</u>]	[WV]	[<u>WI]</u>	[<u>WY]</u>	[PR]	

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1.	Has the	ssuer sold	or does th	e issuer int	end to sell	, to non-ac	credited in	vestors in	thisofferin	g?		Yes □	No ⊠
				Answei	also in Ap	pendix, C	olumn 2, if	filing und	er ULOE				
2. V	hat is the m	unimum in	ivestment t	hat will be	accepted i	from any ir	ndividual?					\$250,	000*
	*Subject	to change	at the disc	retion of tl	e Manage	r							
3. D	oes the offe											Yes ⊠	No □
ar th S li	nter the info ny commissi ne offering. EC and/or w sted are asso ealer only.	on or simi If a persor ith a state	lar remune to be liste or states, li	ration for s d is an ass ist the nam	solicitation ociated per e of the bro	of purchas son or age oker or dea	sers in com nt of a brol aler. If mo	nection wit ker or deale re than five	th sales of a er registere e (5) perso	securities i ed with the ns to be	n	Δ.	
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	ss or Reside		•			ate, Zip Co	ode)						
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					INF	ORMAT	ON ABO	OUT OFF	ERING				
1.	Has the	issuer sold	or does th	e issuer int	end to sell	, to non-ac	credited in	vestors in	thisofferin	g?		Yes	No ⊠
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2. V	Vhat is the n	ninimum ir	ivestment t					_				\$250,0	00*
			e at the dis										
	_	_										Yes	No
3. D	oes the offe	ring permi	it joint own	ersnip ot a	i single un	ır						Ø	
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	ess or Reside		•			ate, Zip Co	ode)						
	ast Wiscons			kee, wi 3	3202							·	
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	ust Investm			u)									
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					INFO	ORMAT	ON ABO	OUT OFF	ERING				
1.	Has the	issuer sold	l or does th	e issuer int	end to sell	, to non-ac	credited in	vestors in	thisofferin	g?		Yes □	No ⊠
				Answei	also in A	opendix, C	olumn 2, it	f filing und	er ULOE				
2.	What is the n	ainimum ir	wactmant t		•	-		J				\$250,0	00*
۷.			ge at the di				MITIGOUI.					422 3,3	
_	-	•	-									Van	No
3.	Does the offe	ering permi	it joint own	ership of a	single un	iť						Yes ⊠	No
	Enter the info any commiss the offering. SEC and/or v listed are asso dealer only.	ion or simi If a persor vith a state	lar remune to be liste or states, l	ration for s d is an ass ist the nam	solicitation ociated per se of the br	of purcha son or age oker or de	sers in con nt of a bro aler. If mo	nection wit ker or dealer re than five	th sales of a er registere e (5) person	securities i ed with the ns to be	n		
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	ness or Reside						ode)						
	Avenue of t			loor, New	Y OFK, NY	10019		· ··					
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State	s in Which Pe	erson Liste	d Has Soli	cited or Int	ends to So	licit Purch	asers						
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					INFO	ORMATI	ON ABO	OUT OFF	ERING				
Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?								Yes □	No ⊠				
				Answe	r also in Ap	opendix, C	olumn 2, it	f filing und	er ULOE				
2. What is the minimum investment that will be accepted from any individual?										\$ 250,0	00*		
*Subject to change at the discretion of the Manager													
3. Does the offering permit joint ownership of a single unit? 3. Does the offering permit joint ownership of a single unit?										Yes	No		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Full Name (Last name first, if individual)													
Wachovia Securities Financial Network, Inc.													
Business or Residence Address (Number and Street, City, State, Zip Code) 901 E. Byrd Street, Mail Code WS 2031, Richmond, VA 23219													
	f Associate			.,	,								-
	n Which Pe "All States												. All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH) (TN)	[NJ] (TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	(OH) [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	
Full Name (Last name first, if individual)													
	via Securit												
	s or Reside		-		-	-	ode)						
	Byrd Stree			131, Richr	nond, VA	23219							<u> </u>
Name o	i Associate	а втокет с	or Dealer										
	n Which Pe							•••					N .u.a.
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[RI]	[SC]	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Name (Last name first, if individual) Wells Fargo Investments, LLC													
Business or Residence Address (Number and Street, City, State, Zip Code)													
420 Montgomery Street, 12th Floor, San Francisco, CA 94104													
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
(Check "All States" or check individual States)													
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]	
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INFORMATION ABOUT OFFERING													
1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?							Yes □	No ⊠					
Answer also in Appendix, Column 2, if filing under ULOE													
2. What is the minimum investment that will be accepted from any individual?									\$250,00	00*			
4	*Subject to change at the discretion of the Manager												
3. Does the offering permit joint ownership of a single unit?										Yes ⊠	No □		
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name (Last name first, if individual)													
Stifel, Nicolaus & Company, Inc.													
Business or Residence Address (Number and Street, City, State, Zip Code) One Financial Plaza, N. Broadway, St. Louis, MO 63102													
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)										☑ All States			
[AL]		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	-
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Full	Name (Last r	ame first, i	f individua	д)				•					
Busi	ness or Resid	ence Addre	ess (Numbe	er and Stre	et, City, St	ate, Zip Co	ode)	· · · · · · · · · · · · · · · · · · ·					
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	es in Which P												. All States
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(MT (RI)		[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	
Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
New of Associated Parkers Production													
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
(AL		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
(IL) (MT	[IN]] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] (NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
[IVI I [RI]		(SDI	[NII]	[TX]	נואואון ועדו	[VT]	[VA]	[WA]	[WV]	[W]]	[WY]	[PR]	

1.	C. OFFERING PRICE, NO. OF INVESTORS, EXPENSES AND US Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the column below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	S	S
	☐ Common ☐ Preferred	S	\$
	Convertible Securities (including warrants)	S	\$
	Partnership Interests	S	\$
	Other (Specify: Interests of Limited Liability Company)	\$3,000,000,000	\$0
	Total	\$3,000,000,000	\$0
	Answer also in Appendix, Column 3, if filing under ULOE		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	\$0
	Non-accredited Investors	0	\$0
	Total (for filing under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	N/A
	Regulation A	N/A	N/A
	Rule 504	N/A	N/A
	Total	N/A	N/A
4.a.	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs		\$0
	Legal Fees		\$80,000
	Accounting Fees.		\$0
	Engineering Fees		\$0
	Sales Commissions (Specify finder's fees separately)		\$15,000,000
	Other Expenses (identify): Blue Sky Fees, miscellaneous		\$14,195
		\boxtimes	\$15,094,195

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b.	Enter the difference between the aggregate offering price gives and total expenses furnished in response to Part C-Question gross proceeds to the issuer."			\$2,984,905,805*	
*ba	sed on an estimated aggregate offering of \$3,000,000,000				
5.	Indicate below the amount of the adjusted gross proceeds to the for each of the purposes shown. If the amount for any purposent check the box to the left of the estimate. The total of adjusted gross proceeds to the issuer set forth in response to Proceeds to the interpretation to the proceeds to the interpretation to the int	ose is not known, furnish an estimate the payments listed must equal the	Payments to		
			Officers, Director Affiliates		Payments To
	Salaries and Fees		□ \$0		Others \$0
	Purchase of real estate		\$0	ä	\$0
	Purchase, rental or leasing and installation of machinery	□ \$0	ī	\$0	
	Construction or leasing of plant buildings and facilities	□ \$0		\$0	
	Acquisition of other businesses (including the value of se may be used in exchange for the assets or securities of an	\$0		\$0	
	Repayment of indebtedness		□ \$0 □ ¢0		\$0
	Working Capital		□ \$0 □ \$0		\$0
	Other (specify) Purchase of Stock Column Totals		□ \$0 □ \$0	⊠ ⊠	\$2,984,905,805 \$2,984,905,805
	Total Payments Listed (column totals added)				
	Total r ayments Listed (column totals added)	☑ \$2,984,905,805			
	D. FEDERAL	. SIGNATURE			
the	issuer has duly caused this notice to be signed by the undersignature constitutes an undertaking by the issuer ten request of its staff, the information furnished by the issuer	to furnish to the U.S. Securities and I	Exchange Commis	sion, upon	
lssu	er (Print or Type)	Signature	Date		
Cle	urfork Capital Fund LLC	Mar	rch 2,200	7	
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)	•		
A . J	ohn Murphy	By: Eaton Vance Management, Mar	nager		
		it			
		NAME OF THE PARTY			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

